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SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

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FORM 10Q

92-2232 1948

(Mark One)
/ X / Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the quarterly period ended May 31, 1992.

/ / Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period from_____ to _____

Commission File Number 33-36198-NY

NET/TECH INTERNATIONAL, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE	**22-3038309**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1900 Grand Avenue, Baldwin, New York 11510

(Address of principal executive offices) (Zip Code)

Registrant's phone number, including area code: **(516)546-1234**

(Former name, former address and former fiscal year, if changed since last report).

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by section 13 or 15 (d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes / X / No / /

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date. As of May 31, 1992, 4,546,610 shares of $0.01 par value common stock were outstanding.

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NET/TECH INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEETS

ASSETS

	May 31, 1992 (Unaudited)	November 30 1991 (Audited)
Current Assets		
Cash	$464,574	$67,839
Prepaid expenses	4,938	413
Due from related company	13,692	0
Total current assets	483,204	68,252
Fixed Assets		
Furniture and equipment	32,749	17,171
Leasehold improvements	7,523	315
	40,272	17,486
Less: Accumulated depreciation	7,903	3,818
Net fixed assets	32,369	13,668
Other Assets		
Security Deposits	2,733	1,600
Deferred public offering costs	0	84,496
Patent application costs	43,127	33,949
Trademark costs	883	883
Organization costs	700	800
(net of accumulated amortization)		
Total other assets	47,444	121,728
TOTAL ASSETS	$563,017	$203,648

See the accompanying notes to the financial statements.

NET/TECH INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	May 31, 1992 (Unaudited)	November 30 1991 (Audited)
Current Liabilities		
Due to related company	$8,428	$104,336
Accrued expenses and interest	4,593	65,491
Accounts Payable	22,288	0
Convertible Loans Payable (Note 3)	0	130,000
Total current liabilites	35,309	299,827
Stockholders Equity		
Common Stock (7,500,000 $.01 par value common shares authorized; 4,397,500 at November 30, 1991 issued and outstanding ; 4,602,400 at May 31 1992 issued and outstanding)	46,024	43,975
Additional paid-in capital	1,086,792	158,400
Deficit accumulated during the development stage	(605,109)	(298,554)
Total Stockholders' Equity	$527,707	(96,179)
TOTAL LIABILITES AND STOCKHOLDERS' EQUITY (DEFICIT)	$563,017	$203,648

See the accompanying notes to the financial statements.

NET/TECH INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF CASH FLOWS

	Six Months Ended May 31, 1992 (Unaudited)	May 31, 1991 (Unaudited)
Cash flows from operating activites:		
Net loss	($306,555)	($39,659)
Adjustments to reconcile net loss to cash used in operations:		
Depreciation and amortization	4,186	1,127
Change in prepaid expenses	(4,525)	0
Change in security deposit	(1,133)	0
Change in accrued expenses	(60,898)	5,706
Change in accounts payable	22,288	0
Total adjustments	(40,082)	6,833
Net cash used in operating activites	(346,637)	(32,826)
Cash flow from investing activities:		
Purchase of fixed assets	(22,786)	($00)
Patent application costs	(9,178)	(10,132)
Trademark costs	0	0
Net cash used in investing activities	(31,964)	(10,632)
Cash flow from financing activities:		
Loans to affiliates	(13,692)	0
Repayment of loans from affiliates	0	13,663
Borrowings from parent	(95,900)	25,074
Proceeds from debt	0	0
Deferred public offering costs	(158,817)	0
Issuance of common stock	1,173,753	0
Conversion of loans payable to common stock	(130,000)	45,000
Net cash provided by financing activities	775,336	83,737
Net increase (decrease) in cash	396,735	40,279
Net cash - beginning of period	67,839	1,341
Net cash - ending of period	464,574	41,620

See the accompanying notes to financial statements.

NET/TECH INTERNATIONAL, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF LOSS

	Three Months Ended		Year to date	
	May 31, 1992 (Unaudited)	May 31, 1991 (Unaudited)	May 31, 1992 (Unaudited)	May 31, 1991 (Unaudited)
Interest income	$4,373	$0	$5,769	$0
Costs and expenses:				
Research & development expenses	40,053	12,322	75,889	23,065
General and administrative expenses	108,175	7,565	210,647	10,467
Depreciation and amortization	3,910	572	5,680	1,127
Legal and professional fees	13,666	0	20,018	5,000
Total costs and expenses	165,804	20,459	312,234	39,659
Net loss before other expenses	(161,431)	(20,459)	(306,465)	(39,659)
Interest expense	0	0	0	0
Corporate Taxes	89	0	89	0
Net loss	($161,520)	($20,459)	($306,555)	($39,659)
Net loss per share	(0.035)	(0.005)	(0.067)	(0.009)
Number of shares used in computation	4,602,400	4,397,500	4,602,400	4,397,500

See the accompanying notes to the financial statements.

NET/TECH INTERNATIONAL, INC.
(A Development Stage Company)

Notes to Financial Statements
May 31, 1992
(Unaudited)

NOTE 1 - FINANCIAL STATEMENTS

The Balance Sheet as of May 31, 1992, the Statement of Operations for the three months and 6 months ended May 31, 1992 and the Statement of Cash Flows for the 6 months ended May 31, 1992 have been prepared by the Company, without audit. In the opinion of Management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and changes in cash flows at May 31, 1992 and for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. It is suggested that these condensed consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Company's November 30, 1991 annual report to Shareholders. The results of operations for the period ended May 31, 1992 are not necessarily indicative of the operating results for the full year.

NOTE 2 - CONVERTIBLE LOAN

In May and June, 1991 the Company entered into convertible loan agreements, totalling $130,000, with nine individuals. Each agreement stipulates that the individual would have the choice of being repaid with interest at two percent over prime or converting the loan into (restricted) Common Stock and Warrants at one-third the price established in the Company's planned Initial Public Offering. As of April, 1992 all participants have converted their loan values into (restricted) Common Stock and Warrants.

NOTE 3 - PURCHASE OPTION

On March 19, 1992 Net/Tech announced that the company had obtained an option to purchase 100% of the stock and all the assets of Falcon Detection Technologies, Inc., of Plymouth Rock Massachusetts.

The price paid to Falcon shareholders for the option was an option to purchase thirty thousand (30,000) shares of Net/Tech stock at $2.50 per share (subject to a two year holding period after exercise).

If Net/Tech exercises the option, purchase will be accomplished in a stock for stock transaction based on 4 times Falcon's third year pre-tax earnings. This will be paid for at the time of the acquisition with Net/Tech's stock based on the average value of the bid and ask prices of the stock for the sixty days prior to the Pay out.

At the time of the acquisition, one-half of the stock due Falcon shareholders will be escrowed to assure Falcon's earnings remain constant or increase during its fourth year of operation. In the event of a decline in earnings, a proportionate number of escrowed shares will be returned to Net/Tech.

NET/TECH INTERNATIONAL, INC.
(A Development Stage Company)

Management's Discussion and Analysis of Financial Condition and Results of Operations

Since its inception on January 10, 1990, Net/Tech International, Inc. (the Company) has invested a substantial amount of its resources into its water dispersible technology and hygiene monitoring devices and in securing patents on the same. This investment has been financed through both the private and public equity markets.

The Company will continue to incur research and development expenditures and patent costs during 1992.

Liquidity and Capital Resources

As of May 31, 1992, the Company had a working capital of $483,204.

Financial Condition

Cash at May 31, 1992 was $464,574 compared to $67,839 at November 30, 1991.

Current assets exceeded current liabilities by $447,895.

Fixed Assets at May 31, 1992 were valued at $32,369 compared to $13,668 at November 30, 1991.

Results of Operations

The Company is a development stage company and has had no revenues from operations. However, the company had revenues from interest income of $5,769 for the Year-To-Date ended May 31, 1992 vs $1,396 for the year ended November 30, 1991.

Research and development costs were $40,053 and $75,889 for the quarter and 6 months ended May 31, 1992, respectively. General and administrative expenses for the quarter ended May 31, 1992 were $108,175 and $210,647 for the Year-To-Date. General and administrative expenses have been necessary to continue support in establishing the Company, meeting reporting requirements, establishing shareholder relationships and in support of the research and development effort.

Although the Company may generate revenues in the year ending November 30, 1992, research and development expenses are expected to increase sufficiently for the Company to continue to incur an operating loss.

NET/TECH INTERNATIONAL, INC.
(A Development Stage Company)

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS:

None

ITEM 2 - CHANGES IN SECURITIES

None

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS:

At the Annual Meeting of the Company's Stockholders on April 27, 1992 all of the management's nominees for directors were elected.

ITEM 5 - OTHER INFORMATION:

None

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

None

NET/TECH INTERNATIONAL, INC.
(A Development Stage Company)

SIGNATURES

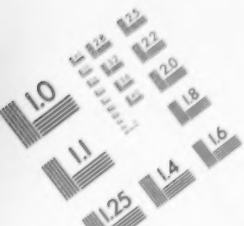
Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NET/TECH INTERNATIONAL, INC.

Joseph Knauer
President

Stuart S. Abelson
Chief Financial Officer

Date: June 10, 1997



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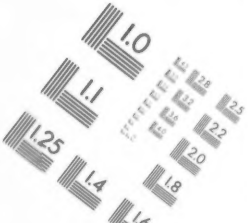

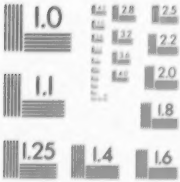

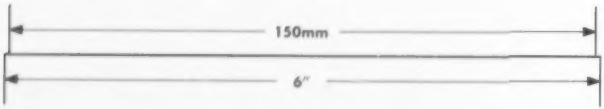

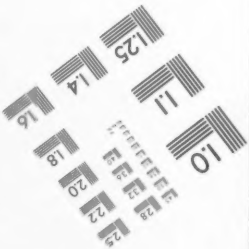

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